

**UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF MINNESOTA**

IN RE: SUPERVALU, INC.
SECURITIES LITIGATION

Civil Action No. 02-CV-1738 (JNE/JGL)

**LEAD PLAINTIFFS' MOTION FOR
DISTRIBUTION OF NET SETTLEMENT FUND**

ORAL ARGUMENT NOT REQUESTED

Upon the annexed Affidavit of Anya Verkhovskaya-Cohen of A.B. Data, Ltd. ("A.B. Data"), the claims administrator for the Settlement, Lead Plaintiffs' Memorandum of Law in Support of its Motion for Distribution of Net Settlement Fund, and upon all prior proceedings herein, the undersigned hereby move this Court for an Order pursuant to Rule 23(e) of the Federal Rules of Civil Procedure:

1. Approving the administrative determinations made by A.B. Data, accepting and rejecting claims submitted herein, including approving the acceptance of 2,169 claims that were postmarked after the August 2, 2004 deadline;
2. Rejecting the claim of Cambridge Options, a claimant who has contested the determinations of A.B. Data under the Court-approved Plan of Allocation, and who has requested this Court's review of the administrative determination rejecting its claim to share in the Settlement, as set forth in Exhibits K1 and K2 to the A.B. Data Affidavit;
3. Directing payment of \$265,772.52 out of the Settlement Fund to A.B. Data for the balance of its fees and expenses incurred and to be incurred in connection with services performed and to be performed with respect to the administration of the Settlement;

4. Directing distribution of the Net Settlement Fund, after deduction of the payment requested herein, to Settlement Class Members whose claims have been accepted;

5. Authorizing destruction of paper copies of Proof of Claim and Release forms and all supporting documentation one year after distribution of the Net Settlement Fund, and authorizing destruction of electronic copies of claim records three years after distribution of the Net Settlement Fund; and

6. In the event that any funds remain in the Net Settlement Fund one year from distribution of the Net Settlement Fund to Authorized Claimants, after payment of claims administration costs as requested herein and after A.B. Data has made reasonable and diligent efforts to contact claimants who have not cashed their checks, authorizing A.B. Data to:

a. if cost effective, re-distribute the remaining funds on a pro rata basis to the Settlement Class Members who have cashed his, her or its initial distribution check and who would receive at least \$10.00 from such re-distribution and, six months after any such re-distribution, donate any funds remaining in the Net Settlement Fund as follows: one half to the YMCA of the Greater Minneapolis area and one half to the YMCA of the Greater Little Rock area; or

b. if re-distribution described in paragraph 5(a) is not cost effective, donate any remaining funds in the Net Settlement Fund as follows: one half to the YMCA of the Greater Minneapolis area and one half to the YMCA of the Greater Little Rock Area.

WHEREFORE, Lead Plaintiffs respectfully request that the Court enter an Order in the form of the proposed Order Authorizing Distribution of Net Settlement Fund annexed hereto as Exhibit A.

Please note that a hearing has not been scheduled for this motion.

Dated: February 21, 2006

Respectfully Submitted,

ZIMMERMAN REED, P.L.L.P.

s/ Carolyn G. Anderson

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